

RECORDATION NO. 26918 A
FILED

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OCT 28 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

Elias C. ALVORD (1942)
Ellsworth C. ALVORD (1964)

October 28, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of October 27, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 26918.

The names and addresses of the parties to the enclosed document are:

Transferor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, Illinois 60606

Transferee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Section Chief
October 28, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

263 hopper cars within the series ELTX 1100 – ELTX 1371 as more
particularly set forth in the equipment schedule attached to the document

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



✓ Edward M. Luria

EML/sem
Enclosures

6/3/11 -8:00 AM
[INEOS]

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE dated as of this 21st day of October, 2011, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Chicago, IL 60606 ("Transferor"), and THE ANDERSONS, INC., a Delaware corporation, with an address at 480 West Dussell Drive, Maumee, OH 43537 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase and Sale Agreement (the "Purchase Agreement"), dated as of October 22, 2011, relating to the sale by Transferor to Transferee of two hundred sixty-three (263) 5,800 c.f. plastic resin pneumatic hopper cars identified on Exhibit A hereto (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Schedule No. 01 (the "Schedule"), made as of March 22, 2007, to the Master Net Railcar Lease, dated as of March 22, 2007 ("Master Lease"), which were entered into between Transferor, as lessor, and INEOS USA, LLC, acting through its Olefins and Polymers USA division. The Schedule, as it adopts the terms and provisions of the Master Lease, is referred to as the "Lease" herein

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, a Memorandum of Railcar Lease with respect to the Master Lease and the Equipment was filed with the Surface Transportation Board on April 11, 2007 at 3.51 PM, with Recordation Number 26918; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

THE ANDERSONS, INC.

By: _____
Name: Nicholas C. Conrad
Title: Vice President, Finance & Treasurer

[Memorandum of Assignment of Railcar Lease]

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Name: Nancy A. Nardella

Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

By Nicholas C. Conrad

Name: Nicholas C. Conrad

Title: Vice President, Finance & Treasurer

EXHIBIT A
TO THE MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
DATED AS OF OCTOBER 27, 2011

EQUIPMENT

Two hundred sixty-three (263) 5,800 c.f. plastic resin pneumatic hopper cars bearing car marks and road numbers as follows:

Reporting Marks

Count	Initial	Number	CIT EIN
1	ELTX	1100	56938
2	ELTX	1101	56939
3	ELTX	1102	56940
4	ELTX	1103	56941
5	ELTX	1104	56942
6	ELTX	1106	56943
7	ELTX	1107	56944
8	ELTX	1108	56945
9	ELTX	1109	56946
10	ELTX	1110	56947
11	ELTX	1111	56948
12	ELTX	1112	56949
13	ELTX	1113	56950
14	ELTX	1114	56951
15	ELTX	1115	56952
16	ELTX	1116	56953
17	ELTX	1117	56954
18	ELTX	1118	56955
19	ELTX	1119	56956
20	ELTX	1120	56957
21	ELTX	1121	56958
22	ELTX	1122	56959
23	ELTX	1123	56960
24	ELTX	1124	56961
25	ELTX	1125	56962
26	ELTX	1126	56963
27	ELTX	1127	56964
28	ELTX	1128	56965
29	ELTX	1129	56966
30	ELTX	1130	56967
31	ELTX	1131	56968

[Memorandum of Assignment of Railcar Lease]

Count	Initial	Number	CIT EIN
32	ELTX	1132	56969
33	ELTX	1133	56970
34	ELTX	1134	56971
35	ELTX	1135	56972
36	ELTX	1136	56973
37	ELTX	1137	56974
38	ELTX	1138	56975
39	ELTX	1139	56976
40	ELTX	1140	56977
41	ELTX	1142	56979
42	ELTX	1143	56980
43	ELTX	1144	56981
44	ELTX	1145	56982
45	ELTX	1146	56983
46	ELTX	1147	56984
47	ELTX	1148	56985
48	ELTX	1149	56986
49	ELTX	1150	56987
50	ELTX	1151	56988
51	ELTX	1152	56989
52	ELTX	1153	56990
53	ELTX	1154	56991
54	ELTX	1155	56992
55	ELTX	1156	56993
56	ELTX	1157	56994
57	ELTX	1158	56995
58	ELTX	1159	56996
59	ELTX	1160	56997
60	ELTX	1161	56998
61	ELTX	1162	56999
62	ELTX	1163	57000
63	ELTX	1164	57001
64	ELTX	1165	57002
65	ELTX	1166	57003
66	ELTX	1167	57004
67	ELTX	1168	57005
68	ELTX	1169	57006
69	ELTX	1170	57007
70	ELTX	1172	57008
71	ELTX	1173	57009
72	ELTX	1174	57010
73	ELTX	1175	57011

EXHIBIT A
Page 2

[Memorandum of Assignment of Railcar Lease]

Count	Initial	Number	CIT EIN
74	ELTX	1176	57012
75	ELTX	1177	57013
76	ELTX	1178	57014
77	ELTX	1179	57015
78	ELTX	1180	57016
79	ELTX	1181	57017
80	ELTX	1182	57018
81	ELTX	1183	57019
82	ELTX	1184	57020
83	ELTX	1185	57021
84	ELTX	1186	57022
85	ELTX	1187	57023
86	ELTX	1188	57024
87	ELTX	1189	57025
88	ELTX	1190	57026
89	ELTX	1191	57027
90	ELTX	1192	57028
91	ELTX	1193	57029
92	ELTX	1194	57030
93	ELTX	1195	57031
94	ELTX	1196	57032
95	ELTX	1197	57033
96	ELTX	1198	57034
97	ELTX	1199	57035
98	ELTX	1200	57036
99	ELTX	1201	57037
100	ELTX	1202	57038
101	ELTX	1203	57039
102	ELTX	1204	57040
103	ELTX	1205	57041
104	ELTX	1206	57042
105	ELTX	1207	57043
106	ELTX	1208	57044
107	ELTX	1209	57045
108	ELTX	1210	57046
109	ELTX	1211	57047
110	ELTX	1212	57048
111	ELTX	1213	57049
112	ELTX	1214	57050
113	ELTX	1215	57051
114	ELTX	1216	57052
115	ELTX	1217	57053

EXHIBIT A
Page 3

[Memorandum of Assignment of Railcar Lease]

Count	Initial	Number	CIT EIN
116	ELTX	1218	57054
117	ELTX	1219	57055
118	ELTX	1220	57056
119	ELTX	1221	57057
120	ELTX	1222	57058
121	ELTX	1223	57059
122	ELTX	1224	57060
123	ELTX	1225	57061
124	ELTX	1226	57062
125	ELTX	1227	57063
126	ELTX	1228	57064
127	ELTX	1229	57065
128	ELTX	1230	57066
129	ELTX	1231	57067
130	ELTX	1232	57068
131	ELTX	1233	57069
132	ELTX	1234	57070
133	ELTX	1235	57071
134	ELTX	1236	57072
135	ELTX	1237	57073
136	ELTX	1238	57074
137	ELTX	1239	57075
138	ELTX	1240	57076
139	ELTX	1241	57077
140	ELTX	1243	57079
141	ELTX	1244	57080
142	ELTX	1245	57081
143	ELTX	1246	57082
144	ELTX	1247	57083
145	ELTX	1248	57084
146	ELTX	1249	57085
147	ELTX	1250	57086
148	ELTX	1251	57087
149	ELTX	1252	57088
150	ELTX	1253	57089
151	ELTX	1254	57090
152	ELTX	1255	57091
153	ELTX	1256	57092
154	ELTX	1258	57093
155	ELTX	1259	57094
156	ELTX	1260	57095
157	ELTX	1261	57096

EXHIBIT A
Page 4

[Memorandum of Assignment of Railcar Lease]

Count	Initial	Number	CIT EIN
158	ELTX	1262	57097
159	ELTX	1263	57098
160	ELTX	1264	57099
161	ELTX	1265	57100
162	ELTX	1266	57101
163	ELTX	1267	57102
164	ELTX	1268	57103
165	ELTX	1269	57104
166	ELTX	1270	57105
167	ELTX	1271	57106
168	ELTX	1272	57107
169	ELTX	1273	57108
170	ELTX	1274	57109
171	ELTX	1275	57110
172	ELTX	1276	57111
173	ELTX	1277	57112
174	ELTX	1278	57113
175	ELTX	1279	57114
176	ELTX	1280	57115
177	ELTX	1281	57116
178	ELTX	1282	57117
179	ELTX	1283	57118
180	ELTX	1284	57119
181	ELTX	1285	57120
182	ELTX	1286	57121
183	ELTX	1287	57122
184	ELTX	1288	57123
185	ELTX	1289	57124
186	ELTX	1290	57125
187	ELTX	1291	57126
188	ELTX	1292	57127
189	ELTX	1293	57128
190	ELTX	1294	57129
191	ELTX	1295	57130
192	ELTX	1296	57131
193	ELTX	1297	57132
194	ELTX	1298	57133
195	ELTX	1299	57134
196	ELTX	1300	57135
197	ELTX	1301	57136
198	ELTX	1302	57137
199	ELTX	1303	57138

EXHIBIT A
Page 5

[Memorandum of Assignment of Railcar Lease]

Count	Initial	Number	CIT EIN
200	ELTX	1304	57139
201	ELTX	1305	57140
202	ELTX	1306	57141
203	ELTX	1307	57142
204	ELTX	1308	57143
205	ELTX	1309	57144
206	ELTX	1310	57145
207	ELTX	1311	57146
208	ELTX	1312	57147
209	ELTX	1313	57148
210	ELTX	1314	57149
211	ELTX	1315	57150
212	ELTX	1316	57151
213	ELTX	1317	57152
214	ELTX	1318	57153
215	ELTX	1319	57154
216	ELTX	1320	57155
217	ELTX	1321	57156
218	ELTX	1322	57157
219	ELTX	1323	57158
220	ELTX	1324	57159
221	ELTX	1325	57160
222	ELTX	1326	57161
223	ELTX	1328	57162
224	ELTX	1330	57163
225	ELTX	1331	57164
226	ELTX	1332	57165
227	ELTX	1333	57166
228	ELTX	1334	57167
229	ELTX	1335	57168
230	ELTX	1336	57169
231	ELTX	1337	57170
232	ELTX	1338	57171
233	ELTX	1339	57172
234	ELTX	1340	57173
235	ELTX	1341	57174
236	ELTX	1342	57175
237	ELTX	1343	57176
238	ELTX	1344	57177
239	ELTX	1345	57178
240	ELTX	1346	57179
241	ELTX	1347	57180

EXHIBIT A
Page 6

[Memorandum of Assignment of Railcar Lease]

Count	Initial	Number	CIT EIN
242	ELTX	1348	57181
243	ELTX	1349	57182
244	ELTX	1350	57183
245	ELTX	1351	57184
246	ELTX	1352	57185
247	ELTX	1353	57186
248	ELTX	1355	57187
249	ELTX	1356	57188
250	ELTX	1357	57189
251	ELTX	1358	57190
252	ELTX	1359	57191
253	ELTX	1360	57192
254	ELTX	1361	57193
255	ELTX	1362	57194
256	ELTX	1364	57195
257	ELTX	1365	57196
258	ELTX	1366	57197
259	ELTX	1367	57198
260	ELTX	1368	57199
261	ELTX	1369	57200
262	ELTX	1370	57201
263	ELTX	1371	57202

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/28/11

Edward M Luria
Edward M. Luria